

AUG 05 '09

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Norfolk Southern Corporation  
Law Department  
Three Commercial Place  
Norfolk, Virginia 23510-9241

**Writer's Direct Dial Number**

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(757) 823-5781 (fax)

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David A. Shelton  
General Attorney

SURFACE TRANSPORTATION BOARD



August 3, 2009  
EQ000003

**VIA UPS**

Ms. Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20024

Dear Ms. Quinlan:

Enclosed please find two (2) counterparts, properly executed and acknowledged, of each of the documents described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

These documents are: (1) a Release of Lessor Security Agreement, a secondary document, dated as of June 30, 2009 ("Document #1"); (2) a Release of Lien of Chattel Mortgage and Security Agreement, a secondary document, dated as of June 25, 2009 ("Document #2"); and (3) a Termination of Lease Agreement, a secondary document, dated as of June 30, 2009 ("Document #3"). The primary documents to which these secondary documents are connected are recorded under Recordation Nos. 19924, 19925 and 19926, respectively.

The names and addresses of the parties to each of the secondary documents are as follows:

**Document #1:**

Mortgagee: Norfolk Southern Railway Company  
Three Commercial Place  
Norfolk, Virginia 23510

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**Document #2:**

**Mortgagee:** The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York  
Branch (as successor to The Sanwa Bank, Limited, Atlanta  
Agency, the name used in the original filing)  
1251 Avenue of the Americas  
New York, New York 10020-1104

**Document #3:**

**Lessor:** Sable Lease Co., Ltd.  
c/o Mitsubishi UFJ Lease & Finance Company Limited  
1-5-1 Marunouchi  
Chiyoda-ku, Tokyo 100-6525  
Japan

**Lessee:** Norfolk Southern Railway Company  
Three Commercial Place  
Norfolk, Virginia 23510

The equipment originally covered by the documents is generally described as follows:

<b><u>Number of Units</u></b>	<b><u>General Description</u></b>	<b><u>AAR Symbol</u></b>	<b><u>Road Numbers (inclusive)</u></b>
41	General Electric Dash 9-40CW Locomotives	C-C	8902 - 8916 8918 - 8942 9054

A check in the amount of \$123.00 is enclosed to cover the recordation fee of \$41.00 for each of the documents pursuant to 49 CFR § 1002.2(f)(83). Please return any counterparts not needed by the Board for recordation to me at the above address.

Short summaries of each of the documents to appear in the index follow:

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Document #1:

Release of Lessor Security Agreement dated as of June 30, 2009, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 19924 dated as of January 29, 1996, covering 41 General Electric Dash 9-40CW diesel-electric locomotives numbered 8902-8916; 8918-8942; and 9054, inclusive.

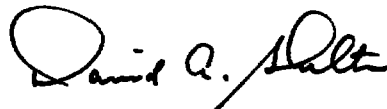
Document #2:

Release of Lien of Chattel Mortgage and Security Agreement dated as of June 25, 2009, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 19925 dated as of January 29, 1996, covering 41 General Electric Dash 9-40CW diesel-electric locomotives numbered 8902-8916; 8918-8942; and 9054, inclusive.

Document #3:

Termination of Lease Agreement dated as of June 30, 2009, to terminate the Lease Agreement with Recordation No. 19926 dated as of January 29, 1996, covering 41 General Electric Dash 9-40CW diesel-electric locomotives numbered 8902-8916; 8918-8942; and 9054, inclusive.

Sincerely,

A handwritten signature in black ink, appearing to read "David A. Shelton". The signature is fluid and cursive, with a large initial "D" and a stylized "S" at the end.

David A. Shelton

Enclosures

RECORDATION NO. 19926c FILED

AUG 05 '09

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SURFACE TRANSPORTATION BOARD

**TERMINATION OF LEASE AGREEMENT**

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as lessee, and Sable Lease Co., Ltd. (the "Lessor"), as lessor, under that certain Lease Agreement dated as of January 29, 1996 (as supplemented by the lease supplement dated as of February 29, 1996) (the "Agreement"), hereby certify that the Agreement has been terminated pursuant to Sections 3 and 19 thereof, to wit: the Lease Expiry Date (as defined in the Agreement) has occurred, the Railroad has exercised its right to purchase the Items of Equipment (as defined in the Agreement), and the Lessor has delivered to the Railroad a bill of sale with respect to the Items of Equipment.

This instrument may be executed by the parties hereto in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

WHEREFORE, the Railroad and the Lessor, pursuant to Section 3 of the Agreement, hereby declare the Agreement to be terminated and consent that the same be discharged of record.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their representatives duly authorized in that behalf on this 30<sup>th</sup> day of June, 2009.

NORFOLK SOUTHERN RAILWAY COMPANY

By: Marta R. Stewart

Name: Marta R. Stewart

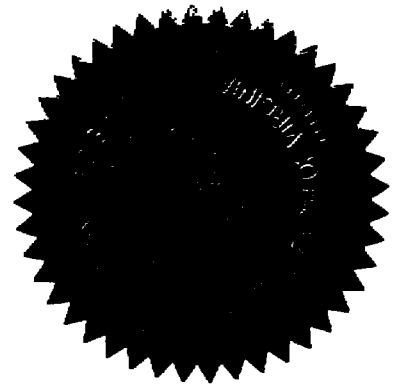
Title: Vice President and Treasurer

SABLE LEASE CO., LTD.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_



COMMONWEALTH OF VIRGINIA )  
 )  
CITY OF NORFOLK )

On this 30<sup>th</sup> day of June, 2009, before me, a Notary Public, personally appeared Marta R. Stewart, to me personally known, who, being by me duly sworn, says she is Vice President and Treasurer of Norfolk Southern Railway Company, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane Hogan  
Notary Public

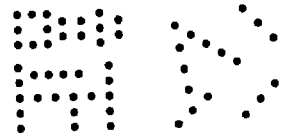
**My commission expires:** **My Commission Expires June 30 2009**

I \_\_\_\_\_, the undersigned NOTARY, do hereby certify that \_\_\_\_\_, \_\_\_\_\_ of Sable Lease Co., Ltd. (the "Company"), who has been duly authorized to execute and deliver the foregoing instrument for and on behalf of the Company, being legally established and existing under the laws of Japan and having its registered office at \_\_\_\_\_ has executed in my very presence the foregoing instrument.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2009.

**Notary**

**Tokyo Legal Affairs Bureau, Japan**



#### TERMINATION OF LEASE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as lessee, and Sable Lease Co., Ltd. (the "Lessor"), as lessor, under that certain Lease Agreement dated as of January 29, 1996 (as supplemented by the lease supplement dated as of February 29, 1996) (the "Agreement"), hereby certify that the Agreement has been terminated pursuant to Sections 3 and 19 thereof, to wit: the Lease Expiry Date (as defined in the Agreement) has occurred, the Railroad has exercised its right to purchase the Items of Equipment (as defined in the Agreement), and the Lessor has delivered to the Railroad a bill of sale with respect to the Items of Equipment.

This instrument may be executed by the parties hereto in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

WHEREFORE, the Railroad and the Lessor, pursuant to Section 3 of the Agreement, hereby declare the Agreement to be terminated and consent that the same be discharged of record.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their representatives duly authorized in that behalf on this 30<sup>th</sup> day of June, 2009.

NORFOLK SOUTHERN RAILWAY COMPANY

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

SABLE LEASE CO., LTD.

By:  \_\_\_\_\_

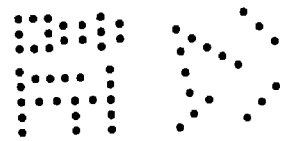
Name: **TOMOKO SEKIYA**

Title: **ATTORNEY-IN-FACT**

**Notary Public**

**Dated this \_\_\_\_ day of \_\_\_\_\_, 2009.**

**Tokyo Legal Affairs Bureau, Japan**



# KYOBASHI NOTARY OFFICE

1-10KYOBASHI 1-CHOME,CHUO-KU, PHONE:81-03-3271-4677

TOKYO 104-0031,JAPAN

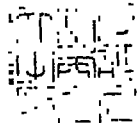
FAX: 81-03-3271-3606

Registered No.'09- 814

## NOTARIAL CERTIFICATE

I, the undersigned NOTARY, do hereby certify that **Ms. Tomoko SEKIYA, Attorney at Law of White & Case LLP**, who has a power of attorney, being duly authorized to execute and deliver the foregoing instrument ("**TERMINATION OF LEASE AGREEMENT**") for and on behalf of **SABLE LEASE CO., LTD.** being legally established and existing under the laws of Japan and having its registered office at 5-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan has executed in my very presence the foregoing instrument.

Dated this 29 th day of June 2009.

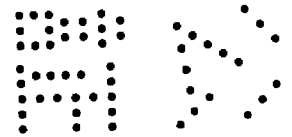


*Takeo Nakanishi*

Takeo NAKANISHI NOTARY  
TOKYO LEGAL AFFAIRS BUREAU  
My commission expires: December 2<sup>nd</sup>, 2012



## 認 証



囑託人・セーブル・リース有限会社 (SABLE LEASE CO., LTD. 本店：日本国東京都千代田区丸の内1丁目5番1号) の権限ある代理人 外国法事務弁護士 関屋智子 (Ms. Tomoko SEKIYA. ホワイト&ケース外国法事務弁護士事務所アソシエイト) は、本公証人の面前において、添付書面 「リース契約解除」 (TERMINATION OF LEASE AGREEMENT) に署名した。

よって、これを認証する。

平成 21 年 6 月 29 日、本公証人役場において

東京法務局所属

公 証 人  
Notary

中西武夫  
Takeo NAKANISHI

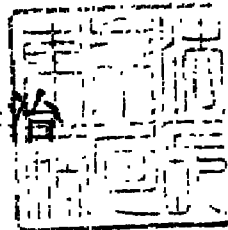
## 証 明

上記署名は、東京法務局所属公証人の署名に相違ないものであり、かつ、その押印は、真実のものであることを証明する。

平成 21 年 6 月 29 日

東京法務局長

五十嵐義治



## APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: JAPAN  
This public document
2. has been signed by **Takeo NAKANISHI**
3. acting in the capacity of Notary of the Tokyo Legal Affairs Bureau
4. bears the seal/stamp of **Takeo NAKANISHI, Notary**
- Certified
5. at Tokyo
6. JUN 29. 2009
7. by the Ministry of Foreign Affairs
8. 09- NO 012823
9. Seal/stamp:
10. Signature



Kazutoyo OYABE

For the Minister for Foreign Affairs